CERTIFICATE OF MAILING I hereby certify that on August 28, 2002, this paper (along with any paper referred to as being attached or enclosed) is being deposited with the United States Postal Service with sufficient postage in an envelope addressed to: Commissioner for Patents, Washington, DC 20231. 37 C.F.R. § 1.10 37 C.F.R. § 1.8(a) with sufficient postas "Express Mail Post Office to age as first class mail Addressee" Mailing Label No. Joy Michaels

Docket No. 21454-15

COPY OF PAPERS ORIGINALLY FILED

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In Re Application Of: Benik Hovsepian Group Art Unit: 2171 Serial Number: 10/054,361 Filing Date: January 17, 2002 RECEIVED **Entitled: SYSTEM AND METHOD OF MANAGING** SEP 0 9 2002 PRE-PAID ELECTRONIC ACCESS TO GOODS, SERVICES AND OTHER CONTENT) **Technology Center 2100**

Commissioner for Patents Washington, D.C. 20231

SUBMISSION OF POWER OF ATTORNEY

Sir:

Submitted herewith is a Power of Attorney for filing in the above-captioned patent application.

Please charge any fee that may be due with this submission to our Deposit Account No. 16-2230.

Respectfully submitted,

Dated: August 28, 2002

Registration No. 45,981

OPPENHEIMER WOLFF & DONNELLY LLP

2029 Century Park East, 38th Floor Los Angeles, California 90067-3024

Telephone: (310) 788-5000 Facsimile: (310) 788-5100

LA: 326396 v01 08/28/2002





PATENT Docket No. 21454-15

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

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| GOODS, SERVICES AND OTHER CONTENT | RECEIVED |
| | SEP 0 9 2002 |
| Assistant Commissioner for Patents | Technology Center 2100 |

Washington, D.C. 20231

POWER OF ATTORNEY

Sir:

Internet Payment Solutions, Inc., having become the owner of all rights to this application by virtue of an Assignment executed by the inventor, a copy of which is attached hereto, hereby appoints:

Bosworth, M.K., Reg. 28,186 Bovasso, L.J., Reg. 24,075 Boyce, J., Reg. 40,920 Canter, B., Reg. 34,792 Chen, A., Reg. P48,508 Chou, C., Reg. 41,672 Coleman, B.R., Reg. 39,145 Cullman, L.C., Reg. 39,645 Diepenbrock III, A.B., Reg. 39,960

Edwards, W.G., Reg. 44,426 Farber, M., Reg. 32,612 Hamrick, C.A.S., Reg. 22,586 Hansen, S.R., Reg. 38,486 Harris, M.D., Reg. 26,690 Hayden, R.D., Reg. 42,645 Heyninck, M., Reg. 44,763 Hickman, P.L., Reg. 28,516 Hilberg, C.R., Reg. P48,740 Inskeep, J.W., Reg. 33,910

Kennedy, B., Reg. 33,407 Khan, T., Reg. 46,273 Kudla, J.P., Reg. P47,724 Larson, D.N., Reg. 29,401 Lazaris, S.J., Reg. 45,981 Lervick, C.J., Reg. 35,244 Lieske, S.C. Reg. 47,749 MacLean, K.A., Reg. 31,118 McKinley, D., Reg. 42,867

McRoss, L., Reg. 40,427 Morton, C.A., Reg. 44,954 Nader, R., Reg. P47,260 Rose, A. C., Reg. 17,047 Sherry, L., Reg. 43,918 Smith, G.P., Reg. 20,142 Swienton, B., Reg. 49,030 Valencia, R.A., Reg. 43,216 Wrigley, B.A., Reg. 34,950

whose address is:

SPYROS J. LAZARIS, ESQ. OPPENHEIMER WOLFF & DONNELLY LLP 2029 CENTURY PARK EAST, 38TH FLOOR LOS ANGELES, CALIFORNIA 90067 TELEPHONE (310) 788-5000 FAX (310) 788-5100





its attorneys to prosecute this application and to transact in connection with the application all business in the Patent and Trademark Office and before competent International Authorities including the World Intellectual Property Organization.

To the best of my knowledge and belief, title is in the assignee identified above. I am empowered to act on behalf of the assignee.

I declare that all statements made herein of my own knowledge are true, and that all statements made on information and belief are believed to be true. I make these statements with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001, and that such willful false statements may jeopardize the validity of the application or any patent issuing from the application.

INTERNET PAYMENT SOLUTIONS, INC.

Date: 1202

Name: BENIK HOVSEPIAN

Title: President and CEO

ASSIGNMENT

WHEREAS, I, **Benik Hovsepian**, the undersigned inventor (ASSIGNOR), have invented a new and useful invention entitled SYSTEM AND METHOD OF MANAGING PRE-PAID ELECTRONIC ACCESS TO GOODS, SERVICES AND OTHER CONTENT, the specification of which was filed with the U.S. Patent and Trademark Office on January 17, 2002, and assigned Serial No. 10/054,361; and an application for which was filed with the PCT Receiving Office on January 17, 2002, and assigned No. PCT/US02/01323 (Attorney Docket 21454-15 WO). I am the sole owner of this invention and improvements;

WHEREAS, INTERNET PAYMENT SOLUTIONS, INC., (ASSIGNEE) is a corporation organized and existing under the laws of the state of California, having a place of business at 3835-R East Thousand Oaks Blvd., #202, Westlake Village, California 91362, desires to acquire the entire right, title and interest in and to the inventions, U.S. application and Letters Patent to be granted and issued for the inventions and applications;

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) by the ASSIGNEE to me paid, and other valuable consideration, the legal sufficiency of all of which I acknowledge, I, the ASSIGNOR, have sold and do hereby sell, assign, transfer and set over unto the ASSIGNEE, its successors and assigns, the entire right, title and interest:

in and to the inventions and all improvements thereon,

in and to the application for letters patent thereon,

in and to applications pertaining to or based upon the inventions and applications, including divisional and continuing applications and continuations-in-part,

in and to any and all letters patent which may be granted and issued on the inventions and applications, or any of them, not only for, to and in the United States of America, its territories and possessions, but for, to and in all foreign countries, together with and including all priority rights based upon any and all applications in the United States of America covered by this Assignment,

in and to any right to sue for past infringement of the inventions, improvements, applications and letters patent,

subject to any rights which may be held by the United States government under the above-identified grant.

And for the above-named considerations, I agree that I will, at the request of the ASSIGNEE, execute any and all applications for letters patent for the inventions and any and all other papers and documents and do all other and further lawful acts that the ASSIGNEE may deem necessary or desirable to obtain letters patent on the inventions, to secure the grant of such letters patent and to perfect and vest in the ASSIGNEE the entire right, title and interest in the inventions, applications and letters patent.

And for the above-named considerations, I authorize and empower the ASSIGNEE, its successors and assigns, to apply for and obtain, in its or their own names, letters patent for the inventions before competent International Authorities including the World Intellectual Property Organization and in any and all foreign countries in which applications for letters patent can be so made or letters patent so obtained.

Dated: 8 - 8 - ,2002

Name: Benik Hoysepian

STATE OF CALIFORNIA

COUNTY OF Los Angeles

)) ss.)

On house \$\frac{9}{2002}\$ before Marchel F book personally appeared Benik Hovsepian, personally known to me or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public

(SEAL)